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February 25, 2009

RECORDATION NO. 27821-A FILED  
Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

Ms. Anne K. Quinlan, Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

FEB 25 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company  
Capital Lease Financing of Railroad Equipment  
BNSF 2009-A

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Trust Indenture and Security Agreement (BNSF 2009-A), effective as of February 26, 2009, between BTMU Capital Corporation, as lessor (the "*Lessor*"), and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2009-A), effective as of February 26, 2009, between BNSF Railway Company, as lessee (the "*Lessee*") and BTMU Capital Corporation, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: BTMU Capital Corporation  
111 Huntington Avenue, Suite 400  
Boston, Massachusetts 02199  
Attention: Senior Vice President-Portfolio Management

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Department

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of the following:

68 SD70ACe Locomotives within the series BNSF 9237 through BNSF 9304, inclusive; 80 ES44DC Locomotives within the series BNSF 7395 through BNSF 7474, inclusive; 223 53' (3-Well) Doublestack Cars within the series BNSF 254143 through BNSF 254366; 148 AutoMax II Cars within the series AOK 502221 through AOK 502566; and 234 Covered Hopper Cars within the series BNSF 487942 through BNSF 488176, all as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement  
(BNSF 2009-A).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-2991.

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:kk  
Enclosures

**EXHIBIT A****UNITS**

<b>EQUIPMENT DESCRIPTION</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
SD70ACe Locomotives	68	BNSF 9237 through BNSF 9304, inclusive
ES44DC Locomotives	80	BNSF 7395 through BNSF 7474, inclusive
53' (3-Well) Doublestack Cars	223	BNSF 254143 through BNSF 254194, inclusive; BNSF 254196 through BNSF 254366, inclusive
AutoMax II Cars	148	AOK 502221 AOK 502228 AOK 502233 through AOK 502236 inclusive; AOK 502241 AOK 502245 through AOK 502249 inclusive; AOK 502252 through AOK 502258 inclusive; AOK 502260 through AOK 502261 inclusive; AOK 502355 through AOK 502388 inclusive; AOK 502464 through AOK 502509 inclusive; AOK 502511 through AOK 502554 inclusive; AOK 502556 AOK 502564 AOK 502566
Covered Hopper Cars	234	BNSF 487942 through BNSF 488118, inclusive; BNSF 488120 through BNSF 488176, inclusive

FEB 25 '09 -8 00 AM

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BNSF 2009-A)****SURFACE TRANSPORTATION BOARD**

Memorandum of Trust Indenture and Security Agreement (BNSF 2009-A), effective as of February 26, 2009, by and between BTMU Capital Corporation, a Delaware corporation, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2009-A), dated as of February 2, 2009 (as amended, supplemented or modified, the "*Trust Indenture*"), by which the Lessor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By 

Name:  
Title: **CHERYL A. BEHAN**  
**Senior Vice President**

Executed on this 20<sup>th</sup> day of February, 2009.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

By \_\_\_\_\_

Name:  
Title:

Executed on this \_\_\_\_ day of February, 2009.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BTMU CAPITAL CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of February, 2009.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION

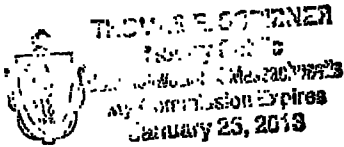
By Michael Arsenault  
Name: Michael Arsenault  
Title: Assistant Vice President

Executed on this 20<sup>th</sup> day of February, 2009.

STATE OF Massachusetts )  
 ) SS.:  
COUNTY OF Suffolk )

On this, the 20<sup>th</sup> day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared Cheyl A. Behan, who being by me duly sworn, says that (s)he is the Senior Vice President of BTMU CAPITAL CORPORATION, that said instrument was signed on February 20, 2009, on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in Sharon, MA

(SEAL)

STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the \_\_\_\_ day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on February \_\_\_, 2009, on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of BTMU CAPITAL CORPORATION, that said instrument was signed on February \_\_\_\_, 2009, on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

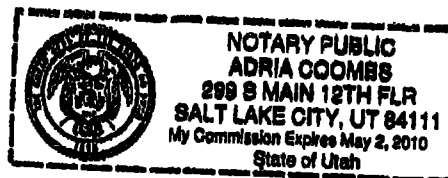
STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 25<sup>th</sup> day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Asst. Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on February 20, 2009, on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Adria Coombs  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)



**EXHIBIT A****UNITS**

<b>EQUIPMENT DESCRIPTION</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
<b>SD70ACe Locomotives</b>	<b>68</b>	<b>BNSF 9237 through BNSF 9304, inclusive</b>
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<b>53' (3-Well) Doublestack Cars</b>	<b>223</b>	<b>BNSF 254143 through BNSF 254194, inclusive; BNSF 254196 through BNSF 254366, inclusive</b>
<b>AutoMax II Cars</b>	<b>148</b>	<b>AOK 502221 AOK 502228 AOK 502233 through AOK 502236 inclusive; AOK 502241 AOK 502245 through AOK 502249 inclusive; AOK 502252 through AOK 502258 inclusive; AOK 502260 through AOK 502261 inclusive; AOK 502355 through AOK 502388 inclusive; AOK 502464 through AOK 502509 inclusive; AOK 502511 through AOK 502554 inclusive; AOK 502556 AOK 502564 AOK 502566</b>
<b>Covered Hopper Cars</b>	<b>234</b>	<b>BNSF 487942 through BNSF 488118, inclusive; BNSF 488120 through BNSF 488176, inclusive</b>

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

2/25/09



Robert W. Alvord